

## BYLAWS OF THE CHARLES COUNTY YOUTH ORCHESTRA

### ARTICLE I: NAME

The name of the organization shall be the CHARLES COUNTY YOUTH ORCHESTRA or CCYO. It shall be incorporated as a not-for-profit organization in the state of Maryland.

### ARTICLE II: PURPOSE

CCYO is a charitable and educational organization established to promote and provide musical and educational experiences for young people in Southern Maryland and surrounding areas.

### ARTICLE III: FISCAL YEAR

The fiscal year of CCYO shall be from July 1 to June 30.

### ARTICLE IV: BOARD OF DIRECTORS

#### Section 1. MANAGEMENT

CCYO shall be managed, supervised, and controlled by a self-perpetuating Board of Directors. The Board of Directors shall consist of an Executive Board (officers), additional Members-at-Large, the Music Director/Conductor and all Associate Conductors, and a non-voting Student Representative from the senior orchestra. The Executive Board shall consist of the President, Vice President, Secretary, and Treasurer of CCYO. The number of members may be modified by the Board of Directors by a simple majority vote.

#### Section 2. MEETINGS

2.1 The annual meeting of the Board of Directors shall be held during the last quarter of each fiscal year, or on such other date as may be set by the President. The annual meeting shall be held for the purpose of electing officers and directors, approving the budget for the subsequent fiscal year, and transacting other business as may come before the meeting.

2.2 Regular meetings of the Board of Directors shall be held quarterly during the academic year, or at another time as determined by the Board of Directors.

2.3 Special meetings of the Board of Directors may be called by the President on his/her own accord, or by the written request of two (2) or more members of the Board of Directors. Notice will be given pursuant to Section 5 of this article.

2.4 Members of the Board of Directors may participate in a meeting of the board or committee by means of conference telephone or similar communications technology whereby all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

### Section 3. GUESTS

Adult participants and parents of children participating in CCYO's programs are invited to attend meetings of the Board of Directors as observers. Except as set forth in this section, children and other members of the public may attend only by invitation of an officer or a majority of the Board of Directors.

Guests wishing to address the board must contact an officer one (1) week in advance of the meeting and request that an item be placed on the agenda describing the topic to be addressed and naming the person(s) who shall speak.

### Section 4. PARLIMENTARY PROCEDURE

The latest edition of Robert's Rules of Order Revised shall prevail in all questions of procedure.

### Section 5. NOTICE

Notice of any annual or special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, e-mailed or certified mail to each member of the Board of Directors at his/her business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any member of the Board of Directors may waive notice of any meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. The business to be transacted and the purpose of any special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting, but does not need to be specified with respect to any regular meeting of the Board of Directors.

### Section 6. QUORUM

Three (3) incumbent members of the Board of Directors, one of whom must be an officer, shall constitute a quorum for the transacting of business at any meeting of the Board of Directors.

### Section 7. MANNER OF ACTING

The act of the majority of the Directors present and voting at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these bylaws, or any applicable laws of the State of Maryland.

### Section 8. CLOSED SESSION

The Board of Directors shall have the authority to determine that it is in the best interests of CCYO that a particular item of a confidential nature should be considered in closed session. In such closed session, only issues of a sensitive, confidential, or personal nature may be discussed. The Board of Directors may decide to enter closed session by a three-fifths (3/5) majority vote of those present and voting cast in open session. The Student Representative and all persons other than voting members of the Board of Directors shall be excluded from such closed session except as invited to attend by a majority vote of members present and voting at the meeting. No votes or actions other than to admit invited guests and to return to open session may be taken in a closed session. The Secretary of the Board of Directors shall record in the minutes that a closed session occurred and the general nature of the discussion that ensued.

## ARTICLE V: TERMS AND ELECTION OF DIRECTORS

## Section 1. QUALIFICATIONS

Members of the Board of Directors must be at least twenty-one (21) years of age at the time of assuming office. There is no requirement for members of the Board of Directors to have family members participating in CCYO's programs.

## Section 2. ELECTION OF THE BOARD OF DIRECTORS/OFFICERS

Officers shall be elected at the first board meeting of the calendar year in which the term for that position expires, in order to allow for a smooth transition at the completion of the term. Members-at-large of the Board of Directors shall be elected by incumbent members at the annual meeting.

## Section 3. VACANCIES

Vacancies occurring on the Board of Directors may be filled by the Directors then in office. Directors elected to fill a vacancy shall serve the remainder of the vacated Director's term.

## Section 4. TERM OF OFFICE

Each member of the Board of Directors shall serve a term of two (2) years beginning July 1. Prior to each annual Board of Directors meeting, a Director may nominate him or herself to serve for an additional term, and such service shall be subject to re-election at the subsequent annual meeting. Half of the Members-at-Large will be up for re-election in odd-numbered years, and the remaining half will be up for re-election in even-numbered years.

## Section 5. REMOVAL

The Board of Directors may, by resolution adopted by a two-thirds (2/3) majority of the Directors, remove a fellow member of the Board of Directors for just cause.

## Section 6. COMPENSATION

Members of the Board of Directors as such shall not receive any stated salaries for their services as Directors. Nothing herein contained shall be construed to preclude any Director from serving CCYO in any other capacity and receiving compensation therefore.

## Section 7. CCYO STUDENT REPRESENTATIVES TO THE BOARD OF DIRECTORS

Student members of the senior orchestra of CCYO may elect a non-voting representative on an annual basis, to serve a term of one (1) year beginning July 1. The Alternate Student Representative shall assume all duties of the Student Representative in his/her absence from a meeting of the Board of Directors. Sections 1 through 4 of this Article V shall not apply to student representatives serving on the board. Student Representatives will not be permitted to attend closed sessions of the Board of Directors in accordance with Article IV, Sections 6 and 8.

## ARTICLE VI: OFFICERS OF THE BOARD OF DIRECTORS

### Section 1. OFFICERS

The officers of CCYO shall be a president, a vice-president, a secretary, and a treasurer. The Board of Directors may elect or appoint other officers as it shall deem desirable. Officers shall be elected by members of the Board of Directors.

## Section 2. PRESIDENT

The President shall be the chief executive officer of CCYO. The President shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation in the State of Maryland, unless otherwise determined by the Board of Directors. The President shall preside at all meetings, appoint committee members, and serve as an ex-officio member of all committees.

## Section 3. VICE-PRESIDENT

The Vice-President shall preside at all meetings in the absence of the President, assist the President in fulfilling her/his duties and perform such other duties as may be delegated by the President.

## Section 4. SECRETARY

The Secretary shall:

- (A) record and file the minutes of the Board of Directors' meetings;
- (B) see that all notices are duly given in accordance with law and these bylaws;
- (C) be custodian of the corporate records and the seal of CCYO; and
- (D) perform all duties incident to the office of secretary and such other duties as may be assigned by the President or the Board of Directors.

## Section 5. TREASURER

The Treasurer shall be the principal accounting and financial officer of CCYO. The Treasurer shall:

- (A) have charge of and be responsible for the maintenance of adequate books of account and the annual budget for CCYO;
- (B) have charge and custody of all funds and securities of CCYO, and be responsible therefore and for the receipt and disbursement thereof;
- (C) prepare and deliver reports, documents required by the State of Maryland and the United States Internal Revenue Service to maintain the tax-exempt status of CCYO; and
- (D) perform all the duties incident to the office of treasurer and such other duties as may be assigned to her/him by the President or by the Board of Directors.

## ARTICLE VII: TERMS AND ELECTION OF OFFICERS

### Section 1. QUALIFICATIONS

Officers must be at least twenty-one (21) years of age at the time of assuming office.

### Section 2. ELECTION

Each officer shall be elected at the first board meeting of the calendar year in which their term expires.

### Section 3. VACANCIES

Vacancies among the officers may be filled by the Directors then in office. Officers elected to fill a vacancy shall serve the remainder of the vacated officer's term.

#### Section 4. TERM OF OFFICE

Each officer shall serve a term of two (2) years beginning July 1. The terms for President and Secretary shall expire in even numbered years, and the terms for Vice-President and Treasurer shall expire in odd-numbered years.

#### Section 5. REMOVAL

Motions requesting the removal of an officer for not performing the duties of his/her office may be entertained at a regular meeting or at a special meeting convened at the behest of the President or any two of the remaining officers. The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two thirds (2/3) of the entire Board of Directors.

### ARTICLE VIII: COMMITTEES OF THE BOARD OF DIRECTORS

#### Section 1. ESTABLISHMENT OF COMMITTEES

1.1 The President shall ensure the smooth operation of all standing committees throughout the fiscal year.

1.2 Standing committees shall include, but not be limited to, a finance committee and a bylaws committee.

1.3 Ad-hoc committees may be created at any time by the President. Ad-hoc committees shall be dissolved when their stated purpose has been accomplished.

#### Section 2. COMMITTEE SCOPE AND MISSION

All committees shall operate under the instructions of the Board of Directors.

#### Section 3. COMMITTEE MEMBERS

The committees shall consist of members appointed by the President and approved by the Board of Directors. The chairperson of each committee shall be a member of the Board of Directors. Members of the public may be invited by the board to serve on all committees. The President shall be an ex-officio member of all committees.

#### Section 4. COMMITTEE MEETINGS

Committees shall meet as often as necessary to conduct their business. The chair of each standing and ad-hoc committee shall decide the frequency, place, and time of its meetings, with at least five (5) days notice to all committee members. Each committee shall keep a record of its proceedings and submit a report at the next meeting of the Board of Directors. Prior notice of the report shall be placed on the agenda in advance of any board meeting.

### ARTICLE IX. EMPLOYEES AND INDEPENDENT CONTRACTORS

#### Section 1. GENERAL

CCYO may employ or contract for personnel as deemed necessary, including a Music Director/Conductor and Associate Conductors, whose terms and status of engagement, duties and responsibilities, and compensation shall be specified in writing by the Board of Directors. The Board of Directors shall be responsible for hiring or engagement, supervision, evaluation, and tenure of all paid personnel and independent contractors.

## Section 2. MUSIC DIRECTOR/CONDUCTOR AND ASSOCIATE CONDUCTORS

2.1 The Music Director/Conductor and Associate Conductors should have extensive experience in music education, as well as in music performance and/or conducting. Additionally, the Music Director and Associate Conductors shall possess the sensibility and ability to communicate effectively and in a timely manner with local school music teachers and administrators, professional musicians, music coaches, the Board of Directors of CCYO, and students.

2.2 The Music Director/Conductor has the responsibility for and authority over the music program for the ensembles, rehearsing and conducting all performances in conjunction with the Associate Conductors of the ensembles, adherence to all policies by members of the ensembles, monitoring progress and growth of the musicians, and coordinating the annual concert schedule with the President and the Board of Directors. The Music Director/Conductor will assist the Board of Directors in acquiring materials such as music, instruments and supplies, by purchase, rental or other means, in accordance with the budget approved by the Board of Directors.

## Section 3. INDEPENDENT CONTRACTORS

3.1 Any individual, who is not an employee of CCYO, who furnishes a payable service to CCYO, shall be considered an independent contractor.

3.2 A payable service shall be defined as service to CCYO beyond that of a student member or volunteer. Any service must be defined by the Board of Directors as a payable service prior to the contracting of an individual to fulfill that service.

3.3 Pursuant to Section 1, the use of an independent contractor to fulfill payable services shall be the responsibility of the Board of Directors.

3.4 An independent contractor will be required to submit an invoice and/or a Payment for Service form in order to be paid for their service. This invoice/form must be submitted no later than the second week of the month following the date of the service rendered. The Treasurer will verify the invoice and/or Payment for Service form before payment will be issued.

## ARTICLE X: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

### Section 1. CONTRACTS

The Executive Board may authorize any officer or officers, agent or agents of CCYO to enter into any contract or execute and deliver any instrument in the name of and on behalf of CCYO, and such authority may be general or may be confined to specific instances.

### Section 2. CHECKS, DRAFTS, OR ORDERS

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of CCYO, shall be signed by an officer of the Executive Board, and in such manner as shall be determined by resolution of the Board of Directors.

### Section 3. DEPOSITS

All funds of CCYO shall be deposited to the credit of CCYO in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Section 4. GIFTS

The Board of Directors may accept or reject on behalf of CCYO any contribution, gift, bequest, or device for any purpose of CCYO.

#### ARTICLE XI: BOOKS AND RECORDS

CCYO shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote.

#### ARTICLE XII: AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) majority of the entire Board of Directors. Members of the Board of Directors will receive written notification at least five (5) days in advance of the meeting of the intent to alter, amend, or repeal or to adopt new bylaws. Such notice must include the proposed changes to the bylaws.

#### ARTICLE XIII: POLICIES AND PROCEDURES

The Board of Directors may establish policies and procedures to be followed by CCYO, the participants in its programs, its committees, and its volunteers. The policies and procedures may be changed by the Board of Directors.

#### ARTICLE XIV: DISSOLUTION

CCYO may be dissolved by a three-fourths (3/4) majority vote of the entire Board of Directors at a meeting called for the purpose of discussing dissolution. All Directors and parents or guardians of participants in CCYO's musical activities shall be given at least thirty (30) days written notice of said meeting. Upon dissolution, CCYO shall, after paying or making provision for the payment of all of the liabilities of CCYO, dispose of all the assets of CCYO exclusively for the purpose of CCYO. Assets shall be disposed of in such manner, or to such organization organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations, under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE XV: INTERPERTATION

These bylaws shall be interpreted according to the laws of the State of Maryland.

#### ARTICLE XVI: ANY PART ILLEGAL OR UNENFORCEABLE

If any part of these bylaws is found, by a court of competent jurisdiction, to be illegal or unenforceable, such finding shall not render illegal or unenforceable any other part of these bylaws.

#### ARTICLE XVII: EFFECTIVE DATE

These bylaws are effective immediately upon approval by a two-thirds (2/3) vote of the Board of Directors present at any regular or special meeting, provided that a five (5) day notice shall be delivered to all board members of the meeting at which a vote to adopt or amend these bylaws shall occur.

## ARTICLE XVIII: CONFLICT OF INTEREST POLICY AND STATEMENT

Appendix A contains the CCYO Conflict of Interest Policy and Statement. It is required that all members of the Board of Directors review and sign this policy each year. This review will be conducted at the first board meeting of the fiscal year and as needed.

### Revision History:

Adopted on August 21, 2013

Revised on June 26, 2017

Revised on May 5, 2018

Revised on October 7, 2018

APPENDIX A  
CONFLICT OF INTEREST POLICY  
AND ANNUAL STATEMENT

For Directors, Officers and  
Members of the Board of Directors

This policy is based on the IRS model Conflict of Interest policy, which is an attachment to Form 1023. It adds information needed to allow CCYO to assess director independence in order to answer questions on Form 990.

Article I -- Purpose

1. The purpose of this Board conflict of interest policy is to protect CCYO's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of CCYO or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify "independent" directors.

Article II -- Definitions

1. Interested person -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial interest -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which CCYO has a transaction or arrangement,
  - b. A compensation arrangement with CCYO or with any entity or individual with which CCYO has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CCYO is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.
3. Independent Director -- A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director --

- a. is not, and has not been for a period of at least three years, an employee of CCYO or any entity in which CCYO has a financial interest;
- b. does not directly or indirectly have a significant business relationship with CCYO, which might affect independence in decision-making;
- c. is not employed as an executive of another corporation where any of CCYO's executive officers or employees serve on that corporation's compensation committee; and
- d. does not have an immediate family member who is an executive officer or employee of CCYO or who holds a position that has a significant financial relationship with CCYO.

### Article III -- Procedures

1. Duty to Disclose -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
2. Recusal of Self – Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. Determining Whether a Conflict of Interest Exists -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.
4. Procedures for Addressing the Conflict of Interest;
  - a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the Board or Executive Committee shall determine whether CCYO can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in CCYO's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
5. Violations of the Conflicts of Interest Policy

- a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Article IV – Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Article V – Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from CCYO for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CCYO for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CCYO, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Article VI – Annual Statements

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
  - a. Has received a copy of the conflict of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands CCYO is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Executive Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

#### Article VII – Periodic Reviews

To ensure CCYO operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to CCYO's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

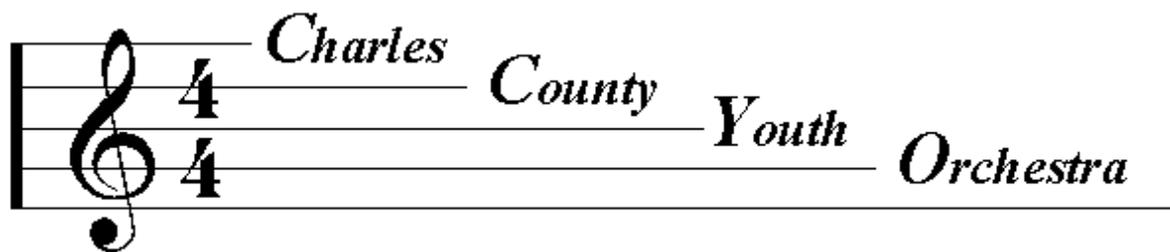
#### Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, CCYO may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Revision History by the CCYO Board

Initial Conflict of Interest policy adopted August 21, 2013

Revised June 26, 2017



Director and Officer  
Annual Conflict of Interest Statement

1. Name: \_\_\_\_\_ Date: \_\_\_\_\_

2. Position:

Are you an Officer? Yes No

If you are an Officer, which Officer position do you hold: \_\_\_\_\_

3. I affirm the following:

I have received a copy of the CCYO Conflict of Interest Policy. \_\_\_\_\_ (initial)

I have read and understand the policy. \_\_\_\_\_ (initial)

I agree to comply with the policy. \_\_\_\_\_ (initial)

I understand that CCYO is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more tax-exempt purposes. \_\_\_\_\_ (initial)

\_\_\_\_\_ Date: \_\_\_\_\_

Signature

Date of Review by Executive Board: \_\_\_\_\_